

EXHIBIT 1C

MEMO

Issue: Close & Main
Article this morning
about re-printing

TO: File

COPY TO: D.G. Masse
M.C. Guy

DATE: April 11, 2002

SUBJECT: Advance Call - Special BCE/Telelobe
Board of Directors' Meeting
April 11, 2002 - 9:15 a.m.

An informal discussion took place today among the following BCE and/or Telelobe directors:

B.M. Levitt;
T.E. Kierans;
J.E. Newall;
H.A. Steinberg; and
J.C. Monty.

Also present for this teleconference were:

S.A. Vanaselja;
M.T. Boychuk;
S. Skinner;
M. Turcotte;
D. Morris (Deloitte & Touche);
G. Nantel (Deloitte & Touche); and
M.J. Ryan (Corporate Secretary of BCE and Telelobe).

J.C. Monty gave initial comments. He indicated that he would be meeting individually with each of the directors in person except for T.E. Kierans (by telephone) as a result of scheduling conflicts.

He indicated that it was desirable to adjust the Financial Statements in order to more accurately describe the situation but without seeking to change the situation of February 27, 2002.

M.J. Ryan and S.A. Vanaselja made some additional comments. T.E. Kierans questioned whether the information was being given as of February 27, 2002. S.A. Vanaselja replied that it was.

Is need to say
precisely

to other representation
WARR ??

S.A. Vanselja indicated that the changes were primarily to clarify that BCE was not legally obligated, and the advances were intended to be done on the basis of the Teleglobe Business Plan.

T.E. Kierans asked if we were making BCE's commitment conditional. S.A. Vanselja referred to the December 11, 2001 announcement indicating that it was merely clarifying the language, and the intention was always premised on the \$1 billion being sufficient for the Teleglobe Business Plan.

J.C. Monty made some additional comments. He indicated that it always assumed that BCE would be getting a rate of return on our \$1 billion of additional investments. B.M. Levitt gave his understanding of the documents. He indicated that he understood that, at the time of the advances, BCE must be satisfied as to the Teleglobe Business Plan. J.C. Monty and S.A. Vanselja indicated that it was the case.

B.M. Levitt indicated that he would participate in the conference call tomorrow. J.C. Monty indicated that there was only \$450 million of the \$1 billion remaining to be advanced as of present. B.M. Levitt asked if the wording leaves full freedom to the board to decide what steps should be taken. M. Turcotte indicated that the board was free to make such a decision. She reiterated that these are only clarifying changes.

B.T. Boychuk briefly commented on the changes to the Teleglobe documents. He indicated that they were not intended to change the reality of February 27, 2002. He mentioned that they had been concurred to by the auditors.

T.E. Kierans, B.M. Levitt, H.A. Steinberg and J.E. Newall declared themselves content with the proposed changes in the financial documents.

B.M. Levitt indicated that the minutes of the board meeting should indicate that the substance of the changes and the release of the documents had been reviewed and concurred by counsel. It was confirmed that both the internal and external counsel had reviewed this matter.

M.J. Ryan then reviewed the changes to the Proxy Circular explaining that these result from the mailing delay and were to comply with legal requirements. It was indicated that there would also be a minor change to the text with respect to the directors' position as related or unrelated under the Toronto Stock Exchange governance rules.

The directors declared themselves content with the Proxy Circular as so modified.

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M.J. Ryan indicated that the Annual Information Form and First Quarter Management Discussion and Analysis would likely have to be submitted to a special meeting for approval on April 29th or April 30th.

The directors concurred in the minutes of the Friday meeting indicating that they had expressed their concurrence with the documents to be reviewed and the resolutions to be adopted at the Friday meetings.

Attached is the draft script prepared by myself for the call.

Marc J. Ryan
Corporate Secretary

MJR/sd

#104 vJ

BCE-SUP

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**BCE INC./TELEGLOBE INC. DIRECTORS' ADVANCE CALL
DISCUSSION POINTS/SCRIPT**

THURSDAY, APRIL 11, 2002 - 9:15 A.M.

- Initial comments by the Chairman.
- [Martine Turcotte,] Siim Vanaselja, Michael Boychuk and Deloitte & Touche representatives (D. Morris and G. Nantel) are present to discuss the Management Discussion and Analysis and Financial Statements.
- Marc Ryan speaks.
 - April 5, 2002 Teleglobe release,
 - April 8, 2002 BCE release, and
 - April 8, 2002 advice to directors that revisions to the BCE
- With respect to the Teleglobe Annual Financial Information, five (5) pages are changed: four (4) in the Management Discussion and Analysis; and one (1) page of the Notes to the Financial Statements as sent out to you over night.
- The dates of the Teleglobe Financial Statements and Management Discussion and Analysis remain unchanged.

lots money
Always had the flexibility

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- With respect to the BCE Annual Report, it was to be mailed out this week. Given developments, it was advised to defer mailing. Eight (8) pages of the Chairman's Letter and the Management Discussion and Analysis had been modified as per the black-lined copy sent out over night. The date of the MD&A is unchanged.
- BCE Annual Report changes are conforming changes to the Teleglobe changes.
- The Financial Statements of the BCE Annual Report are unchanged.
- [Martine Turcotte,] Siim Vanaselja and Michael Boychuk will give background to the reasons for and substance of the proposed changes.

[Turcotte/Vanaselja/Boychuk speak]

- being considered is a potential Restructuring*
- Given that ~~BCE-Teleglobe is contemplating a restructuring~~ as one of the strategic alternatives, it is preferable to minimize to the extent possible the litigation risk generally arising in such context.

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*Clarify the intent of BCE
with respect to funding*

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- It is important to note that the proposed wording changes are not intended to change the reality of what was the situation as of February 27.
- We have reviewed the changes with the auditors and outside counsel, and they are comfortable.
- Both Annual Reports are still dated as of February 27. Management and the Auditors do not believe that a Subsequent Event note is required as a result of the April 8 announcement.
- As a matter of course, the BCE Annual Report essentially incorporates the language of the Teleglobe Annual Report.
- There should also be some consistency in the language in the two reports to avoid misunderstandings and raise issues in a litigation context.
- The BCE Annual Report must begin to be printed by no later than April 16 and mailed by April 29 in order to meet the AGM date of May 29.
- The Teleglobe Financial Statements will be filed as soon as possible after this meeting and mailed to the debt holders.

*o up to date prior to April 24, especially
with bondholders*

*o updated by press release & material
change report.*

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- [The AIFs of both companies will be reviewed in light of the April 24 announcement and are currently expected to be approved by a special board meeting in late April in order to present an up to date disclosure on the developments.] [Not sure we need this.]

[Ryan speaks]

- The BCE Proxy Circular gets mailed together with the Annual Report.
- BCE Proxy Circular mailing cannot occur more than 30 days after the date of the Proxy Circular for legal reasons. As a result, we are asking the board to approve an updated Proxy Circular.
- The main changes in the Proxy Circular are the dates, information which is time sensitive and in addition some other very minor amendments which I would be pleased to point out to the directors upon request. [Related party disclosure. See page 23.]
- There is one resolution in the package to be considered by the Special BCE board meeting tomorrow.

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- There is one resolution in the package to be considered by the Special Teleglobe board meeting tomorrow.
- Chairman: Are the directors in agreement with the documents reviewed at this call?

[Response]

- **[If yes]** It is proposed to indicate in the minutes of the two board meetings tomorrow that during this call, the respective directors reviewed the proposed materials and expressed their concurrence.

Other Items:

- April 23 and April 24 board agenda have been reduced and the order has changed.
- Special Audit Committee meetings and board meetings are being scheduled late April.

Marc J. Ryan
Corporate Secretary

April 11, 2002 – 8:30 a.m.

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EXHIBIT 1D

REDACTED